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OCT 18 2010

COMPETITION POLICY DIVISION
WIRELINE COMPETITION BUREAU

William D. Lever

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

In the Matter of the Joint Application of

New Earthshell Corporation

Transferee,

and

MobilePro Corporation

Transferor,

and

American Fiber Network, Inc.

Licensee.

Notice of and Request For Grant of Authority
Pursuant to Section 214 of the Communications
Act of 1934, as amended, and Sections 63.04
And 63.24 of the Commission's Rules to
Complete a Transfer of Control of an Authorized
Domestic and International Section 214 Carrier

File No. ITC-ASQ-2010

WC Docket No 10-106

JOINT APPLICATION

**WITHDRAWAL OF REQUEST FOR AUTHORITY TO COMPLETE A
TRANSFER OF CONTROL OF AN AUTHORIZED DOMESTIC AND
INTERNATION SECTION 214 CARRIER**

New Earthshell Corporation ("NEC"), American Fiber Network, Inc. ("AFN"), and MobilePro corporation ("MobilePro")(collectively, the "Applicants"), hereby respectfully requests the withdrawal of its April 12, 2010 joint application for a transfer of control of AFN from MobilePro to NEC.

Should you have any questions or require additional information with respect to this matter, please contact me.

Respectfully submitted,

American Fiber Network, Inc.

By:



Robert E. Heath
American Fiber Network, Inc.
9401 Indian Creek Parkway
Suite 280
Overland Park, KS 66210
(913) 338-2658 (phone)
(913) 661-9538 (fax)

It's EVP

October 12, 2010

Verifications


- 1) Verification of Troy Rillo, Senior Managing Director-Yorkville Advisors, LLC, investment manager to YA Global Investments, L.P. and President-New EarthShell Corporation.
- 2) Verification of Don Sledge, President-MobilePro Corporation
- 3) Verification of Douglas C. Bethell, President-American Fiber Network, Inc.

STATE OF Florida
COUNTY OF Palm Beach

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VERIFICATION

I, Troy Rillo, state that I am a Senior Managing Director of Yorkville Advisors, LLC, investment manager to YA Global Investments, L.P. and the President of New EarthShell Corporation; that I am authorized to make this Verification; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.


Troy Rillo
Senior Managing Director-Yorkville
Advisors, LLC, investment manager
to YA Global Investments, L.P.
President - New EarthShell

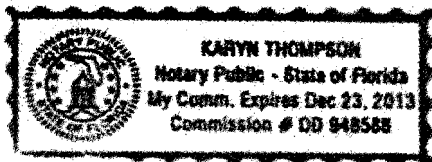
Corporation

Sworn and subscribed before me this 13th day of October, 2010.



Notary Public

My commission expires 12/23/2013



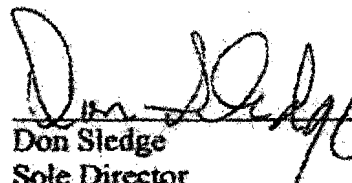
STATE OF California

COUNTY OF Contra Costa

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VERIFICATION

I, Don Sledge, state that I am the sole Director of MobilePro Corporation; that I am authorized to make this Verification on behalf of MobilePro Corporation; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Applicants are true and correct to the best of my knowledge, information, and belief.

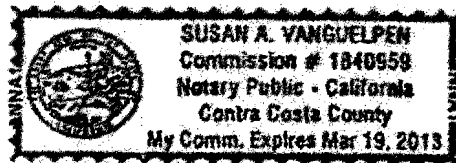

Don Sledge
Sole Director
MobilePro Corporation

Sworn and subscribed before me this 13 day of October, 2010.



Notary Public

My commission expires March 19, 2013



STATE OF KANSAS

COUNTY OF JOHNSON

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§
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VERIFICATION

I, Douglas Bethell, state that I am the President of American Fiber Network, Inc.;
that I am authorized to make this Verification on behalf of American Fiber Network, Inc.;
that the foregoing filing was prepared under my direction and supervision; and that the
contents with respect to Applicants are true and correct to the best of my knowledge,
information, and belief.

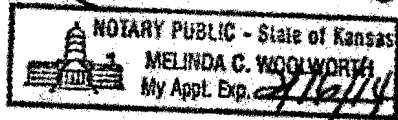
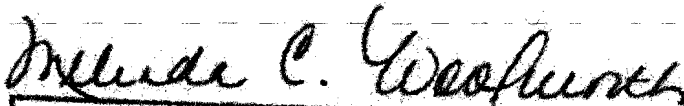


Douglas C. Bethell

President

American Fiber Network, Inc.

Sworn and subscribed before me this 14 day of October, 2010.



**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, DC 20554**

Domestic Section 214 Application
Filed for the Transfer of Control of American
Fiber Network, Inc. From MobilePro Corp. To
New Earthshell Corporation

WC Docket No. 10-106

COMMENTS

SkyRocket Communications Services Inc. ("SkyRocket CSI"), a Delaware Corporation, requests the Commission further review this Application for streamlined processing and if required conduct a further investigation as to whether this proposed transfer is in the public interest. Based on current information, SkyRocket CSI is concerned that, without further review, the underlying transaction may result in an unlawful transfer of a number of customers, service operations and/or other assets from MobilePro Corp. to New Earthshell Corporation.

This Application involves Mobilepro Corp. ("Mobilepro") and New Earthshell Corporation ("NEC") and the transfer of control of America Fiber Network ("AFN") to NEC. SkyRocket CSI has sent inquiries via counsel to Mobilepro in regards to the resolution of the issues SkyRocket CSI identified in comments filed in WC Docket 07-236 . To date, the only response received is that generally goes like, "there is no information concerning the FCC filing".

WC Docket 07-236 also involved Mobilepro Corp. ("Mobilepro") and American Fiber Network ("AFN") in connection with the transfer of control of AFN from Mobilepro to United Systems Access, Inc. ("USAI"). After initially replying to SkyRocket's comments in WC Docket 07-236, Mobilepro later withdrew its Application. Therefore, to date, SkyRocket CSI nor the Commission received any final resolution to the issues that were surfaced in WC Docket 07-236. In its comments filed in Docket 07-236, SkyRocket CSI summarized its cursory review from the available public information of Mobilepro's many mergers and acquisitions which revealed potential major issues with Mobilepro apparently moving forward and closing transactions prior to the filing of and/or the approval for the legal transfer and control from the Commission. SkyRocket

CSI cited several examples including the closing on June 30, 2004 of US1 a Kansas City, Missouri-based provider of long distance telephone service with customers in 40 states. In that instance, SkyRocket CSI could find no public record for the transfer of control approval(s) prior to Mobilepro moving forward and closing the transaction. Another example cited a press release from Mobilepro on September 27, 2005 announcing that their subsidiary AFN ("American Fiber Network"), "acquired substantially all of the assets of AllCom USA, a subsidiary of UC Hub Group Inc. and took over AllCom USA's phone service and customer support". SkyRocket CSI, once again, could find no public record for the transfer of control approval(s) prior to AFN moving forward and closing the transaction. In regard to AFN, one final example cited was a June 30, 2005 press release from Mobilepro announcing the closing of their AFN transaction which date was prior to any filing date SkyRocket CSI could locate with the Commission for the transfer of control of AFN to Mobilepro which was eventually filed and approved by the Commission. Based on the research, this was only after the closing.

In addition, SkyRocket CSI, using public records, verified that Mobilepro filed with the SEC and for the public to review on June 29, 2007 its "Form 10-K Annual Report" under section 13 or 15 9(d) of the Securities Exchange Act of 1934 (Commission File Number 000-51010). In this Report, Mobilepro disclosed that the operations of US1 have been integrated into the operations of AFN. Specifically Mobilepro states on page 8 under the heading "**Overview**", "our entrance into this business began with two acquisitions consummated in the summer of 2004. In June 2004, we acquired US1 Telecommunications, Inc. ("US1"), a long distance provider located in Kansas. In July 2004, we completed our acquisition of Affinity, a Michigan-based CLEC, and long distance carrier. The operations of US1 and Affinity have been integrated into the operations of AFN and CloseCall, respectively". This statement proved troublesome since, if in fact, the Commission never approved the transfer of US1 to Mobilepro, and US1 had subsequently been integrated into AFN, then AFN would contain customers, service operations and/or other assets that may have been illegally acquired.

SkyRocket CSI also explained that even more compelling was that in the Application, Mobilepro displayed only the Mobilepro "Pre-Merger" organization structure showing, contrary to its "Form 10-K Annual Report" as noted above, US1 as a separate entity/organization from AFN, although Applicants showed both "Pre-Merger" and "Post-Merger" organization structures for USAI ("United Systems Access, Inc."). This presented a serious question and could have left the Commission with the false assumption that US1 had not been integrated into AFN and was not part of the transfer to USAI, and instead US1 was to remain with Mobilepro in its "Post-Merger" organization. However, Mobilepro did not disclose its "Post-Merger" organization and, as noted above, Mobilepro had already publicly announced and disclosed to the SEC that the operations of US1 had been integrated into AFN. In addition, AllCom was not identified in the "Pre-Merger" organization structure at all. The dilemma for Mobilepro was that had the Application disclosed to the Commission the fact that US1 and AllCom had already been integrated into AFN and part of the transfer to USAI, it could have created a red flag to the Commission in connection with the Commission's initial review of the Application being accepted for streamlined processing in the first place.

SkyRocket CSI explained that these disclosures could have placed the Application at risk of being considered for streamlined processing, upon the Commission's initial review of the customers, services operations, and/or other assets of US1 and AllCom, since Mobilepro would have had to account for US1 and AllCom in its "Post-Merger" organization. It appeared that the only other explanation was that somehow the customers, service operations and/or other assets of US1 and AllCom could be untangled from AFN in some way or fashion, and therefore not a part of the transfer to USAI. Notwithstanding all the other issues with the Application, this argument alone would have required further investigation by the Commission and eliminate the Application from streamlined processing.

SkyRocket CSI believed at the time, based on all of these reviews, that it would be in the public interest for the Commission to allow for a more thorough and detailed investigation of each of Mobilepro's mergers and acquisitions prior to the Commission moving forward with this Application. And to the extent the Commission found that unlawful acquisitions had taken place, to ensure competitive parity and public benefit, the Commission should also require, prior to any transfer of control approvals, an accounting audit of each such acquisition to ensure that all taxes, regulatory fees, universal service obligations and proper licensing were/are up to date and in place prior to and post closing.

SkyRocket CSI can only hope and assume, based on the affidavits that have been filed in this current Application, that prior to their filing of this current Application for the Transfer of Control of America Fiber Network ("AFN") to NEC, Mobilepro has been diligently working with the Commission on the resolution of these issues identified by SkyRocket CSI in Docket 07-236. To the extent that this has not taken place, SkyRocket CSI continues to believe it is in the public's best interest and in the best interest of all parties involved, in this current Application, for the Commission to allow for a more thorough and detailed investigation of each of Mobilepro's mergers and acquisitions prior to the Commission moving forward with this Application. SkyRocket CSI also remains willing to work with all parties to ensure that these issues have been resolved as well as provide assistance to the Commission in these matters.

Under the Commission's rules, the Commission can remove an application from streamlined processing in appropriate circumstances, such as where the commenter's "raise public interest concerns that require further Commission review" 47 C.F.R. § 63.03(c) (iv) and where the Commission "determines that the application requires further analysis to determine whether a proposed transfer of control would serve the public interest." 47 C.F.R. § 63.03 (c)(v). The Commission should take the needed time to investigate whether it is in the public interest to permit Mobilepro to transfer AFN's customers, service operations, and/or other assets to NEC.

CONCLUSION

For these reasons, SkyRocket CSI requests that to the extent Mobilepro has not resolved the issues identified by SkyRocket CSI in WC Docket 07-236, the Commission conduct a further review and remove this application for streamlined processing and conduct a further investigation as to whether this transaction is in the public interest.

Respectfully submitted,

SkyRocket CSI
220 H Log Canoe Circle
Stevensville, Maryland 21666

Date July 2, 2010